

CHANGE OF NAME

01871442611

REJECTED

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR A COLORADO NONPROFIT CORPORATION

761022080 M \$25.00
SECRETARY OF STATE
02-15-96 14:43

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "Joseph W. Tkach, Pastor General of the Church of God and his successors, a corporation sole," a Colorado nonprofit corporation.

SECOND: The following amendments to the Articles of Incorporation were adopted on the 17th day of January, 19 96, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

_____ a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

X such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

_____ there are no members, or no members entitled to vote thereon, such amendment received the vote of the majority of the directors in office.

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SECRETARY OF STATE
04-02-96 14:56

Joseph Tkach
Joseph Tkach, Its President

and

Joseph W. Locke
Joseph W. Locke, Its Secretary

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NONPROFIT

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

JOSEPH W. TKACH, PASTOR GENERAL OF
THE CHURCH OF GOD, AND HIS SUCCESSORS, A CORPORATION SOLE,
A COLORADO NONPROFIT CORPORATION

7-10-96 11:25:00
SECRETARY OF STATE
02-0-96 11:25:00

Joseph Tkach, as Successor of Joseph W. Tkach, as Pastor General, and as the sole director and member and presiding officer of Joseph W. Tkach, Pastor General of the Church of God, and his successors, a corporation sole, a Colorado nonprofit corporation, and Joseph W. Locke, as Secretary, state as follows:

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(1) That Joseph Tkach, acting in said capacities, revoked the paragraph immediately followed by Article 1 of the Articles of Incorporation of said corporation sole, which presently reads:

REJECTED

"I, Joseph W. Tkach, as Pastor General, with the spiritual rank of Apostle, of the Church of God, an unincorporated association, a/k/a Worldwide Church of God, hereinafter referred to as the 'Church,' am the duly authorized representative of said Church empowered to alter or amend, from time to time, the Articles of Incorporation of this corporation sole, and to state as follows:"

and that he adopted the following provision in its place and stead:

"I, Joseph Tkach, as Pastor General of the Church of God, an unincorporated association, a/k/a Worldwide Church of God, hereinafter referred to as the 'Church,' am the duly authorized representative of said Church empowered to alter or amend, from time to time, the Articles of Incorporation of this corporation sole, and to state as follows:"

(2) That Joseph Tkach, acting in said capacities, revoked Articles 1, 2, 4 and 19 of the Articles of Incorporation of said corporation sole, and enacted the following provisions as Articles 1, 2, 4 and 19 of the Articles of Incorporation of said corporation sole, in their place and stead:

"(1) The name of this corporation sole shall be: Joseph Tkach, Pastor General of the Church of God and his successors, a corporation sole."

"(2) The name and address of the sole director is: Joseph Tkach, 300 West Green Street, Pasadena, California 91123."

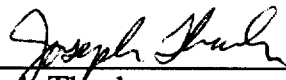
"(4) The Pastor General of this corporation sole shall be Joseph Tkach. The Pastor General shall also hold the office of the Presiding Officer and that of the sole director and member. The Pastor General shall, without limitation upon any other authority vested in him by law, be vested with the authority to pass resolutions, adopt, amend and repeal bylaws, appoint and remove officers, form and dissolve committees, and delegate to them the necessary authority for the effective administration of the corporation sole's purposes and powers. The Pastor General may remove any persons from such offices and dissolve any committees, at any time, with or without cause."

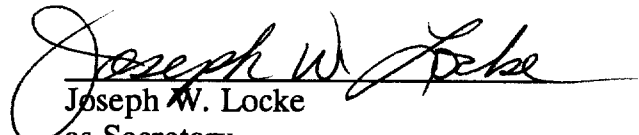
"(19) The Church of God a/k/a the Worldwide Church of God, which is herein referred to as the 'Church,' is the Church of God whose members of the Advisory Council of Elders, as of this date, are: Joseph Tkach, Gregory Albrecht, Richard F. Ames, Dean C. Blackwell, Carn Catherwood, J. Michael Feazell, Herman L. Hoeh, Joseph W. Locke, Ronald D. Kelly, Richard J. Rice, Bernard W. Schnippert,

Norman A. Smith; and whose Articles of Association and Bylaws are dated June 30, 1981."

(3) The foregoing Amendment was approved by the sole director, member and presiding officer of said corporation sole.

IN WITNESS WHEREOF, the undersigned have executed this 25th day of January, 1996.


Joseph Tkach,
as Pastor General, Sole Director and
Member, and Presiding Officer


Joseph W. Locke
as Secretary



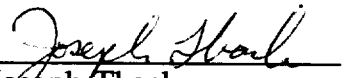


OFFICER CERTIFICATE OF
AMENDMENT OF ARTICLES
OF INCORPORATION OF
JOSEPH W. TKACH
PASTOR GENERAL OF
THE CHURCH OF GOD,
AND HIS SUCCESSORS,
A CORPORATION SOLE,
A COLORADO NONPROFIT
CORPORATION

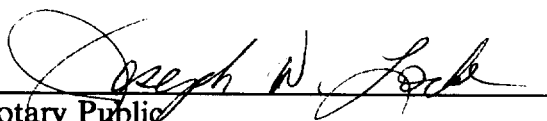
VERIFICATION

The undersigned affirms and states that the statements contained in the foregoing
Certificate of Amendment of Articles of Incorporation are true of his own knowledge.

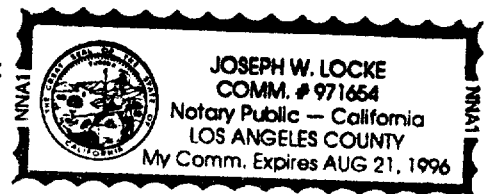
Executed on February 2, 1996, at Pasadena, California.


Joseph Tkach,
as Pastor General,
Sole Director and Member,
and Presiding Officer

Subscribed and affirmed to before me
this 2nd day of February, 1996.


Notary Public

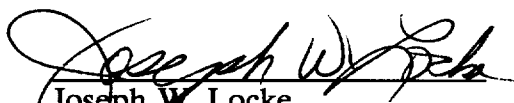
Notary Seal:



VERIFICATION

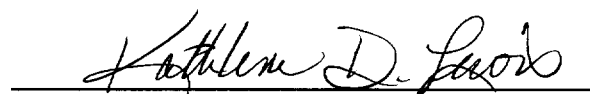
The undersigned affirms and states that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge.

Executed on January 25th, 1996, at Pasadena, California.


Joseph W. Locke
as Secretary

Subscribed and affirmed to before me
this 25th day of January, 1996.

Notary Seal:


Notary Public





STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

JOSEPH W. TKACH, PASTOR GENERAL OF
THE CHURCH OF GOD AND HIS SUCCESSORS, A CORPORATION SOLE
A COLORADO NONPROFIT CORPORATION

CERTIFICATE

I, JOSEPH W. LOCKE, Secretary of Joseph W. Tkach, Pastor General of the Church of God and his Successors, a corporation sole, a Colorado nonprofit corporation (hereinafter: "corporation sole"), do hereby certify that the following information regarding the corporation sole is true and correct:

(1) Joseph W. Tkach, Pastor General of the corporation sole, died on September 23, 1995, without specifically having designated a successor to the office of Pastor General of the corporation sole.

(2) On January 8, 1996, the corporation sole adopted a resolution by the Advisory Council of Elders of the Church of God, a/k/a Worldwide Church of God, an unincorporated association, designating Mr. Joseph Tkach as successor to the office of Pastor General of the corporation sole and appointing him as the new Pastor General of the corporation sole.

(3) The above referred to resolution is still in force and effect and has never been revoked.

Dated: January 25th, 1996.

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JOSEPH W. TKACH,
PASTOR GENERAL OF
THE CHURCH OF GOD
AND HIS SUCCESSORS,
A CORPORATION SOLE

By: 
Joseph W. Locke

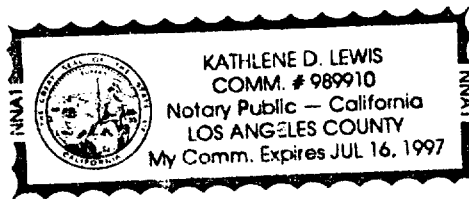
JOSEPH W. LOCKE affirms that he has read the foregoing document and believes all statements made in the document are true.

Subscribed and affirmed to before me this 25th day of January, 1996.

Kathlene D. Lewis

Notary Public in and for the
State of California

My commission expires: July 16, '97



JS